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UNIQA Insurance Group AG

16th Ordinary Annual General Meeting on 26 May 2015

Resolutions Proposed by the Supervisory Board

1. **Item 1 on the Agenda**

Presentation of the adopted non-consolidated financial statements and the consolidated financial statements of UNIQA Insurance Group AG for the year ending 31 December 2014, of the management report and the consolidated management report, the corporate governance report of the Management Board, and of the Management Board's proposal for the allocation of profits along with the Supervisory Board's report pursuant to Section 96 Stock Corporation Act (hereinafter "AktG") for the fiscal year 2014.

No motion and no resolution adopted in respect of this item on the agenda.

2. **Item 2 on the Agenda**

Resolution on the distribution of net profits shown in the Company's financial statements for the year ending 31 December 2014.

Pursuant to Section 108 (1) AktG, the Supervisory Board proposes that the Annual General Meeting adopt the following resolution:

"Net profits for the year 2014 in the amount of EUR 130,571,950.61 shall be allocated as follows: Distribution of a dividend of 42 cents for each share unit carrying dividend rights (309,000,000 share units issued as of 31 December 2014, less treasury shares held on the date the resolution is adopted) representing a proportionate value of EUR 1.00 each in respect of the share capital. The residual amount shall be carried forward."

3. **Item 3 on the Agenda**

Resolution on the discharge of the members of the Company's Management Board and the Supervisory Board for the fiscal year 2014.

Pursuant to Section 108 (1) AktG, the Supervisory Board proposes that the Annual General Meeting adopt the following resolution:

The members of the Company's Management Board (in the fiscal year 2014) are discharged for the fiscal year 2014."

Pursuant to Section 108 (1) AktG, the Supervisory Board further proposes that the Annual General Meeting adopt the following resolution:

The members of the Company's Supervisory Board (in the fiscal year 2014) are discharged for the fiscal year 2014."

4. Item 4 on the Agenda

Resolution on daily allowances and remunerations to the members of the Supervisory Board.

Pursuant to Section 108 (1) AktG, the Supervisory Board proposes that the Annual General Meeting adopt the following resolution:

"The remunerations of the members of the Supervisory Board shall amount in total to EUR 443,750.00 for the fiscal year 2014. Allocation to the individual members of the Supervisory Board will be made by resolution of the Supervisory Board. The daily allowances of the members of the Supervisory Board shall amount to EUR 500.00 per meeting and participating member."

5. Item 5 on the Agenda

Election of the auditor of the non-consolidated and consolidated financial statements for the fiscal year 2016.

The audit committee of the Supervisory Board suggested to all members of the Supervisory Board to elect PwC Wirtschaftsprüfung GmbH to audit the unconsolidated and consolidated financial statements for the year ending 31 December 2016. The proposed auditor has provided the information stated in Section 270 UGB and Rule 80 of the Corporate Governance Code, having confirmed its authority to audit a stock corporation and the non-existence of reasons for exclusion. It has provided a statement of total revenue received from the Company in the previous financial year by type of service, has confirmed that it participates in a statutory quality assurance system (and is registered in the public register pursuant to Section 23 of the Audit Quality Assurance Act (A-QSG), and has disclosed and documented all circumstances which could create an apprehension of bias or lead to exclusion (such circumstances do not exist), and has taken all measures to ensure independent and unbiased audits.

Based on the proposal of the Supervisory Board's audit committee, the Supervisory Board proposes pursuant to Section 108 (1) AktG that the Annual General Meeting adopt the following resolution:

„PwC Wirtschaftsprüfung GmbH is elected as auditor for the non-consolidated and consolidated financial statements for the year ending 31 December 2016."

6. Item 6 on the Agenda

Resolution on the renewal of the Management Board's authorization, with the consent of the Supervisory Board, to purchase treasury shares pursuant to Section 65 (1) (8) and (1a) and (1b) AktG, whereas the Company may purchase treasury shares equal to not more than a maximum of up to 10% of the share capital (even subject to the repeated use of the 10% threshold), counted as a total together with other treasury shares already purchased and held by the Company, both via the stock exchange as well as over the counter, to the exclusion of the shareholders' proportionate subscription rights, to grant that authorization from 28 November 2015 inclusive until 27 May 2018 inclusive, hence for 30 months, and to allow the Company to purchase treasury shares by virtue of this authorization at an equivalent of at least EUR 7.00 and not more than EUR 20.00 per share unit. That authorization to purchase treasury shares includes also the purchase of the Company's shares by the Company's subsidiaries (Section 66 AktG). The treasury shares purchased pursuant to Section 65 (1) (8) and (1a) and (1b) can also be sold other than on the stock exchange or by public offer within a period of five years from the grant of that authorization and subject to the consent of the Supervisory Board, namely (i) for the purpose of implementing an employee participation program, including a plan for members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives, or a stock option plan for employees, including members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives of the Company and of its affiliated companies, if any, or (ii) as consideration for the purchase of undertakings, businesses, parts of businesses or shares in one or several entities in Austria and abroad (iii) or to implement a greenshoe option or (iv) to offset fractional amounts. The Management Board is authorized, with the consent of the Supervisory Board, to redeem purchased treasury shares without referring that matter to the Annual General Meeting, and the Supervisory Board is authorized to adopt amendments of the articles of association resulting from that redemption of shares.

Since the authorization to purchase treasury shares expires on 27 November 2015 and with reference to the Report of the Management Board that is published on the Company's website pursuant to Section 65 (1b) AktG in conjunction with Section 170 (2) AktG and Section 153 (4) AktG, the Supervisory Board proposes pursuant to Section 108 (1) AktG that the Annual General Meeting adopt the following resolution:

The Management Board is authorized, with the consent of the Supervisory Board, to purchase treasury shares pursuant to Section 65 (1) (8) and (1a) and (1b) AktG, whereas the Company may purchase treasury shares equal to not more than a maximum of up to 10% of the share capital (even subject to the repeated use of the 10% threshold), counted as a total together with other treasury shares already purchased and held by the Company, both via the stock exchange as well as over the counter, to the exclusion of the shareholders' proportionate subscription rights, to grant that authorization from 28 November 2015 inclusive until 27 May 2018 inclusive, hence for 30 months, and to allow the Company to purchase treasury shares by virtue of this authorization at an equivalent of at least EUR 7.00 and not more than EUR 20.00 per share unit. That authorization to purchase treasury shares includes also the purchase of the

Company's shares by the Company's subsidiaries (Section 66 AktG). The treasury shares purchased pursuant to Section 65 (1) (8) and (1a) and (1b) can also be sold other than on the stock exchange or by public offer within a period of five years from the grant of that authorization and subject to the consent of the Supervisory Board, namely (i) for the purpose of implementing an employee participation program, including a plan for members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives, or a stock option plan for employees, including members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives of the Company and of its affiliated companies, if any, or (ii) as consideration for the purchase of undertakings, businesses, parts of businesses or shares in one or several entities in Austria and abroad (iii) or to implement a greenshoe option or (iv) to offset fractional amounts. The Management Board is authorized, with the consent of the Supervisory Board, to redeem purchased treasury shares without referring that matter to the Annual General Meeting, and the Supervisory Board is authorized to adopt amendments of the articles of association resulting from that redemption of shares."

7. **Item 7 on the Agenda**

Election of nine members of the Supervisory Board

The terms of office of all individuals who were elected to the Supervisory Board at the Annual General Meeting on 30 May 2011 will expire at the end of the 16th ordinary Annual General Meeting on 26 May 2015, and so do the terms of office of those individuals who were elected in the years to follow, because they were also elected for the same term of office.

The Supervisory Board presently consists of nine members elected by the Annual General Meeting and shall consist of nine members elected by the Annual General Meeting also in the future. Since the terms of office of all members presently elected by the Annual General Meeting expires, nine members of the Supervisory Board must be elected in order to achieve the number of nine members elected by the Annual General Meeting.

The candidates are proposed by the Supervisory Board in reliance on the requirements of the Corporate Governance Code.

All proposed candidates (see below) have issued declarations pursuant to Section 87 (2) AktG in regard of their professional qualifications, professional or similar positions and the fact that no circumstances exist which could create an apprehension of bias. These declarations were also published pursuant to Section 87 (2) AktG on the Company's website and are incorporated by reference.

Furthermore, the candidates have confirmed that they are familiar with the provisions of the Issuer Compliance Ordinance and UNIQA's internal compliance policies, and have expressed their willingness to observe the principles of the Corporate Governance Code acknowledged by the Company. Pursuant to the principle of independence determined by the Supervisory Board, the proposed individuals have declared to be independent. The curricula vitae of the proposed individuals which are published on the Company's website are incorporated by reference. The Annual General Meeting is bound by those proposals as described below. Proposals for the election of a member

of the Supervisory Board along with the declaration pursuant to Section 87 (2) AktG for each proposed individual(s) must be available on the Company's website on the fifth business day prior to the Annual General Meeting at the latest, i.e. on 18 May 2015; otherwise, the respective individual(s) may not be included in the vote. This is true also for proposals made by shareholders pursuant to Section 110 AktG, which the Company must receive in text form on or prior to 13 May 2015 at the latest. Further details and the requirements to be met for taking into account such proposals are described in the notice to the 16th ordinary Annual General Meeting (notice concerning shareholders' rights (Section 106 (5) AktG) and the document Further information about shareholder rights pursuant to Sections 109, 110 and 118 AktG/proposals for resolutions by shareholders (Section 110 AktG).

Pursuant to Section 108 (1) and (2) AktG, the Supervisory Board proposes that the Annual General Meeting adopt the following resolution:

"The following individuals will be elected as members of the Supervisory Board:

Mr. Walter Rothensteiner

Mr. Christian Kuhn

Mr. Erwin Hameseder

Mr. Eduard Lechner

Mr. Markus Andréewitch

Mr. Ernst Burger

Mr. Peter Gauper

Mr. Johannes Schuster

Mrs. Kory Sorenson

These individuals shall be elected for a term of office starting with the end of the 16th Annual General Meeting and expiring at the end of the Annual General Meeting that resolves on the discharge for the fiscal year 2018. The previous number of nine members of the Supervisory Board elected by the Annual General Meeting shall remain unchanged."